

Eight Point Lake Property Owners' Corporation

BYLAWS

Approved August 31, 2024

1. The Organization

- 1.1. This organization shall be known as the Eight Point Lake Property Owners' Corporation (hereto referred to as the "Corporation").
- 1.2. The Fiscal year for the Corporation shall be January 1 through December 31.
- 1.3. Corporation Policies and Procedures shall be documented to define and guide the processes which support the operations of the corporation, its board of directors and its members.

2. Corporation Purpose: The purpose of the Eight Point Lake Property Owners' Corporation shall be to enhance the welfare of all who live and own property at Eight Point Lake through activities which promote community safety, education, property preservation, environmental protection, and recreation.

3. Corporation Membership

- 3.1. Eligibility: Eligibility for Corporation membership will include owners of property bordering Eight Point Lake, which includes waterfront and non-waterfront property, as well as properties of the immediate surrounding roads of Eight Point Lake. The Board of Directors shall be responsible for establishing the specific geographic boundaries for membership eligibility and shall also have the power to grant exceptions to membership and these boundaries. A member can be an individual, or individuals, or a corporate business listed on the property deed. If multiple properties are owned within the corporation boundaries, each property will be treated as a separate membership as long as the property owner pays the annual dues for each.
- 3.2. Privileges to Corporation Facilities: Each member shall have reasonable access to common properties and facilities belonging to the Corporation, including but not limited to the Corporation's clubhouse.
- 3.3. Dues: Membership in the Corporation will require the annual payment of dues, which must be paid by July 4th of each year and are payable to the Eight Point Lake Property Owners' Corporation. The amount for annual membership dues shall be determined by the Board of Directors.
- 3.4. Voting Privileges:
 - 3.4.1. Each paid membership shall be entitled to cast one vote per item being voted upon, which may include voting on matters presented at general membership meetings as well as voting for Shore Representatives.
 - 3.4.2. The Board of Directors shall be responsible for establishing procedures regarding membership voting protocol.
 - 3.4.3. Members unable to vote at a general membership meeting because they cannot attend may have their votes cast by proxy, which requires submission of a written proxy notification to the Corporate Secretary.
 - 3.4.3.1. Proxy notifications must be submitted in writing and they must be signed and dated by the Corporation member. The proxy notification must also include the first and last name of the person designated as the member's proxy, as well as the specific date of the meeting that the proxy authority is granted.
 - 3.4.3.2. This proxy notification must be received by the Secretary at least one day prior to the day of the meeting. The proxy notification may be delivered physically to the Secretary, or delivered to the Corporation's official mailing address.

4. Board of Directors

- 4.1. General Board Responsibilities
 - 4.1.1. The Board of Directors is vested with all powers and authority to carry out the purpose of the Corporation as set forth in Section 2. It will be the Board's duty and privilege to implement associated projects or plans of action and to generally supervise the functioning of the Corporation.

- 4.1.2. Review and approve expenditure of Corporation funds
- 4.1.3. A Lake Directory shall be provided annually to all corporation members.
- 4.1.4. Approve corporate policy and procedures
- 4.2. Board Composition and Terms of Office
 - 4.2.1. The Board of Directors shall consist of eighteen (18) voting members which are made up of fifteen (15) Shore Representatives and three (3) non-Shore Representative Executive Officers holding the roles of Secretary, Treasurer and Assistant Treasurer.
 - 4.2.2. Shore Representatives will be elected by the Corporation membership as per Section 5 (Election of Shore Representatives). The term of office for the Shore Representatives shall be two years.
 - 4.2.3. The number and distribution of Shore representatives shall be:
 - a) Two representatives from each: East Shore, West Beach, and Raevena Shores (6 total).
 - b) Three representatives from each: North Shore and South Shore. (6 total)
 - c) One representative from each: Cooks Landing and Wild Cherry Beach (2 total).
 - d) One representative from the combined Van Welt subdivisions (1 total).
 - 4.2.4. Immediately following the Fall General Membership Meeting, two of the Shore Representatives shall be elected by the Shore Representatives to serve as the Board's Chairperson and Vice-Chairperson. These Executive Officer roles will maintain their responsibilities as Shore Representatives and will not have an incremental voting authority beyond the voting power granted to them as Shore Representatives.
 - 4.2.5. Also immediately following the Fall General Membership Meeting, the Shore Representatives shall elect a Secretary, Treasurer, and Assistant Treasurer for the following year. Only current members of the Corporation will be considered to be eligible candidates for these roles.
 - 4.2.6. Voting rules to elect the Chairperson, Vice-Chairperson, Treasurer, Assistant Treasurer, and Corporate Secretary will follow the principles defined in Section 4.4, below, however only Shore Representatives will be granted the authority to vote.
 - 4.2.7. The term of office for Board-elected officer roles (i.e., Chairperson, Vice Chairperson, Treasurer, Assistant Treasurer, Secretary) shall be for one year and will begin immediately after their election by the Shore Representatives. Board voting rights for non-Shore Representative officers will commence at the conclusion of the Fall General Membership Meeting. The one year term limit for Chairperson and Vice Chairperson does not change term limits related to their roles as Shore Representatives.
 - 4.2.8. The Treasurer, Assistant Treasurer, and Secretary will have voting power as a Board of Directors member unless they are replaced through the Board voting process (Section 4.4) or if they resign their post.
 - 4.2.9. In the event a Shore Representative is elected to the role of Secretary, Treasurer, or Assistant Treasurer, their election will create a vacancy of their Shore Representative seat and their remaining term of that seat will be filled consistent with Section 4.5 of these bylaws.
- 4.3. Board Member Responsibilities and Expectations
 - 4.3.1. Shore Representatives:
 - 4.3.1.1. Shore Representatives will be responsible for fulfilling duties as outlined in Section 4.1 above.
 - 4.3.2. Chairperson
 - 4.3.2.1. Shall be bonded.
 - 4.3.2.2. May be a signatory on checks.
 - 4.3.2.3. The Chairperson shall schedule and preside over all Board and general membership meetings.
 - 4.3.2.4. The Chairperson shall facilitate voting on matters presented to the Board for a decision.
 - 4.3.2.5. With consideration from other Board members, shall have the authority to assign duties to Officers of the Board which are beyond those otherwise defined within this document.
 - 4.3.2.6. With consideration from other Board members, shall have the authority to assign committees as needed to conduct the business of the Corporation.
 - 4.3.3. Vice Chairperson:
 - 4.3.3.1. If the Chairperson is absent or unable to function, the Vice-Chairperson shall fulfill the Chairperson duties.

4.3.4. Corporate Secretary:

- 4.3.4.1. Shall take the minutes of all general membership meetings and Board meetings.
- 4.3.4.2. Shall seek approval of the meeting minutes by the Board and make them available to the Corporation membership.
- 4.3.4.3. Will serve as the custodian of Corporation documents and records, excluding records of the financial affairs of the Corporation, which are the responsibility of the Treasurer.
- 4.3.4.4. Will be responsible for email communications to membership. The Corporate Secretary, at their discretion, may request or allow other members of the Executive Committee (defined in Section 6.5) to send email communications to membership.
- 4.3.4.5. Additional duties may be assigned by the Chairperson with approval of a majority of the Board of Directors.

4.3.5. Treasurer:

- 4.3.5.1. Shall be bonded.
- 4.3.5.2. May be a signatory on checks.
- 4.3.5.3. Has the overall responsibility for paying bills, preparing and maintaining financial records and reports, reporting information for tax purposes, and keeping a record of all financial affairs of the Corporation.
- 4.3.5.4. Prepares the Corporation budget, with the assistance of Committee Chairs and other Board members, and submits the budget for approval from the Board.
- 4.3.5.5. Provides Treasurer's reports at Board meetings and general membership meetings.
- 4.3.5.6. Reconciles the Corporation's monthly bank statement(s).
- 4.3.5.7. Additional duties may be assigned by the Chairperson with approval of a majority of the Board of Directors.

4.3.6. Assistant Treasurer:

- 4.3.6.1. Shall be bonded.
- 4.3.6.2. May be a signatory on checks.
- 4.3.6.3. Receives funds resulting from dues income and provides an accounting of those funds to the Treasurer.
- 4.3.6.4. Receives and records all membership application forms and maintains a roster of membership information and payments.
- 4.3.6.5. Deposits funds in the Corporation account as necessary.
- 4.3.6.6. Additional duties may be assigned by the Chairperson with approval of a majority of the Board of Directors.

4.4. Board Voting:

- 4.4.1. Voting Rights: Each member of the Board of Directors will be given a voting right related to matters brought forward to the Board of Directors. Voting rights are granted to the eighteen (18) voting members as recognized in Section 4.2.1.
- 4.4.2. Quorum: A quorum is defined as a majority of total Board members (10 or more). Board members that participate remotely may be considered present for the purposes of determining a quorum. If a quorum is not met, an adjournment must be taken. The names and number of Board members present must be recorded in the minutes of the meeting.
- 4.4.3. When a quorum is present, Board member votes will be measured by a simple majority (i.e., greater than 50% of the quorum is required for the motion to pass as approved by the Board).
- 4.4.4. Board members will be allowed to participate in Board votes remotely, through virtual participation (e.g., Zoom, Google Meetings, Microsoft Teams), or via email or text message providing the email and text votes are submitted concurrently with the in-person vote taking place and all such votes and their method are recorded in the minutes of the meeting.

4.5. Board Vacancies:

- 4.5.1.A Board member may resign at any time by providing written notification to any of the Executive Officers (i.e., Chairperson, Vice Chairperson, Treasurer, Assistant Treasurer, Secretary) or by resigning during a Board of Directors meeting. The Chairperson shall be notified with no unreasonable delay if the resignation is provided to another Executive Officer.
- 4.5.2.The Chairperson has the responsibility to notify the full Board of Directors of the resignation with no unreasonable delay.
- 4.5.3.All members of the Board are encouraged to make recommendations of Corporation members who would be eligible and interested candidates to fill the vacant position.
- 4.5.4.Candidates for filling temporary Shore Representative appointments should be limited to Corporation members owning property within the representation of the area/shoreline (see Section 4.2.3) which corresponds to the vacancy. The vacancy may only be filled by a member of that shore.
- 4.5.5.Once candidates for filling temporary Shore Representatives have been identified, the Board of Directors will elect a person to fill that vacancy using the voting authority principles described in Section 4.4.
- 4.5.6.The term/duration of the temporary appointment will be the continuation of the departing shore representative's existing term.

5. Election of Shore Representatives

- 5.1. Shore Representatives are elected by the Corporation membership at the Fall General Membership Meeting.
- 5.2. Only Corporation members owning property within the representation of the area/shoreline are eligible to serve as Shore Representatives corresponding to the area/shoreline.
- 5.3. The Nominating Committee shall coordinate Shore Representative elections. Corporation members at the meeting may also nominate additional candidates from the floor before voting commences.
- 5.4. Those unable to attend the Fall General Membership Meeting may vote by proxy as described in Section 3.4.

6. Committees

- 6.1. The Board Chairperson shall identify and create committees from the Board members or Corporation members as needed.
- 6.2. Committees may be dissolved by a vote (see Section 4.4) of the Board of Directors if the Board no longer sees a need for its existence or when all tasks the committee is responsible for have been completed to the Board's satisfaction.
- 6.3. Standing committees may be created which are long-term in nature, and may exist for many years, or for the life of the Corporation.
- 6.4. Other committees may be formed for temporary or ad-hoc purposes, typically existing only until the tasks assigned to the committee have been completed.
- 6.5. Executive Committee
 - 6.5.1.The Executive Committee will be a standing committee consisting of the Chairperson, Vice Chairperson, Treasurer, Assistant Treasurer, and Secretary of the Corporation.
 - 6.5.2.The Executive Committee is established to support the Corporation and the Board of Directors, to identify and discuss matters of the Corporation that come to their attention while executing their responsibilities as Executive Officers of the Corporation, and to bring relevant matters forward for the full Board of Directors to consider.
 - 6.5.3.Only the Board of Directors has the authority to make decisions on behalf of the Corporation; the Executive Committee is not granted any additional authority to make decisions. Likewise, Executive Committee members have no incremental voting authority beyond those vested to them as Board members, which are outlined in Section 4 above.

7. Corporation Meetings

7.1. General Membership Meetings - Standing

- 7.1.1.Purpose: Standing general membership meetings will be held to provide general updates regarding topics relevant to the Corporation and its members, including providing committee updates as needed. Additionally, during standing general membership meetings, members will be made aware of elections and topics that will require their active participation of placing votes, including for shore representatives, that will take place during general membership meetings.
- 7.1.2.Timing and Frequency: There will be two standing annual general membership meetings.
 - 7.1.2.1.A spring meeting, typically held the Saturday before Memorial Day
 - 7.1.2.2.A fall meeting, typically held the Saturday before Labor Day
- 7.1.3.Agenda Formulation: The Board Chairperson will place matters on general membership meeting agendas. Input from the Shore Representatives and general membership will be considered when formulating agendas.
- 7.1.4.The Board of Directors shall be responsible for establishing procedures regarding meeting execution and protocol.
- 7.1.5.Minutes will be taken by the Corporate Secretary, approved by the Board, and made available to the general membership.

7.2. General Membership Meetings - Special Purpose

- 7.2.1.Purpose: In the event topics arise during the course of the year that are not able to be addressed during regularly scheduled general membership meetings (as defined in Section 7.1 above), Special Purpose meetings provide an opportunity for members, or the Board of Directors, to bring such topics forward for general membership consideration.
- 7.2.2.Requests and Approval Requirements:
 - 7.2.2.1.The Board of Directors shall be responsible for:
 - 7.2.2.1.1.Establishing the specific process to request Special Purpose meetings.
 - 7.2.2.1.2.Establishing the specific process to notify Corporation members of Special Purpose meetings.
 - 7.2.2.1.3.Establishing procedures regarding meeting execution and protocol.
 - 7.2.2.1.4.Approving or rejecting the request for special purpose meetings following the voting rules defined for the Board in Section 4.4.
- 7.2.3.Agenda Formulation: The Board Chairperson will place matters on Special Purpose Meeting agendas. Input from the Shore Representatives and general membership will be considered when formulating agendas.
- 7.2.4.Minutes will be taken by the Corporate Secretary, approved by the Board, and made available to the general membership.

7.3. Board Meetings - Standing / Regular

- 7.3.1.Purpose: In order to fulfill the responsibilities of the Board of Directors as defined in Section 4.1, the Board will meet on a regular basis to conduct the business of the Corporation.
- 7.3.2.Timing and Frequency:
 - 7.3.2.1.Board meetings will occur prior to each of the standing general membership meetings defined in Section 7.1. These Board meetings will typically occur one to four weeks prior to the general membership standing meetings.
 - 7.3.2.2.Board meetings will also occur immediately following the general membership standing meetings as defined in Section 7.1.
 - 7.3.2.3.At the discretion of the Chairperson, additional Board meetings may be scheduled with at least 10 days notice being provided to all Board members. These meetings are not considered to be standing, but would occur as needed to conduct business of the corporation and would operate using regular procedures for conducting the general business of the Corporation.

- 7.3.3. Agenda Formulation: The Board Chairperson will place matters on Board meeting agendas. Input from the Shore Representatives and general membership will be considered when formulating agendas.
- 7.3.4. The Board of Directors shall be responsible for establishing procedures regarding meeting execution and protocol
- 7.3.5. Minutes will be taken by the Corporate Secretary, approved by the Board, and made available to the general membership upon request.
- 7.4. Board Meetings - Emergency
- 7.4.1. Purpose: Emergency Board meetings may be called if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board.
- 7.4.2. Requests and Approval Requirements
- 7.4.2.1. Requests: Any Board member may request an emergency meeting of the Board. Such requests should be directed to the Chairperson, but presented to the full Board of Directors.
- 7.4.2.2. Approvals for Emergency Meetings:
- 7.4.2.2.1. Chairperson: Given the responsibilities and expectations defined for the Chairperson, as noted in Section 4.3.2, the Chairperson may call an emergency meeting at their discretion.
- 7.4.2.2.2. Executive Committee: Given the responsibilities and expectations defined for the Executive Committee, as noted in Section 6.5, any two members of the Executive Committee may call an emergency meeting.
- 7.4.2.2.3. Board of Directors: If there is support from the simple majority of the full Board of Directors to support an emergency meeting, the majority of the Board may call an emergency meeting.
- 7.4.3. The Board of Directors shall be responsible for determining meeting execution and protocol.
- 7.4.4. Agenda Formulation: The Board Chairperson will place matters on Emergency Board Meeting agendas. Input from the full Board of Directors will be considered for the agenda.
- 7.4.5. Minutes will be taken by the corporate secretary, approved by the Board, and made available to the general membership upon request
- 7.5. Committee Meetings
- 7.5.1. Purpose: In support of Bylaw Section 6, Committee meetings will be held to aid in the completion of Committee tasks assigned by the Board Chairperson.
- 7.5.2. Timing and Frequency: Meetings will be scheduled on an as-needed basis at the discretion of the Committee Chairperson.
- 7.5.3. Agenda Formulation: The agenda for Committee meetings will be formulated by the Committee Chairperson on an as-needed basis, and will be based on the tasks assigned, work to be performed, and input from the Committee members.
- 7.5.4. Meeting Execution/Protocol: Committee meetings may be informal in nature, without the need for being consistent with parliamentary procedures.
- 7.5.5. Minutes: The need for minutes will be at the discretion of the Committee Chairperson. If minutes are deemed necessary, a Committee Secretary will be selected by the Committee members and will be responsible for producing a written record of meetings as needed and provided to the Committee members.
- 7.5.6. Committee Reporting:
- 7.5.6.1. The activity of each Committee meeting need not be reported, but periodic Committee progress reports may be requested by the Board Chairperson, in which case the Committee Chairperson will be responsible for such reporting.
- 7.5.6.2. Committee Chairpersons will be responsible for providing updates to the Corporation members and/or Board of Directors if so requested by the Board Chairperson.

8. Dissolution/Distribution of Assets

- 8.1. In the event of dissolution of the Corporation, after paying all liabilities of Corporation, remaining assets will revert to Garfield Township, Clare County, Michigan, to be permanently endowed for the upkeep and maintenance of Eight Point Lake Property Owned by Garfield Township. Endowed funds will be permanently restricted for the purpose set forth herein.
- 8.2. It is the responsibility of the Board of Directors to inform and communicate with the membership and ensure that the required processes are completed.

9. Bylaw Amendments

- 9.1. These bylaws may be adopted or amended by a simple majority vote of those Corporation members present at a general membership meeting, including proxy votes, providing that a copy of the proposed changes to the Bylaws has been made available to all members of the Corporation not less than ten (10) days prior to the meeting at which action is to be taken thereon.
- 9.2. Voting related to Bylaws amendments will be conducted in a manner consistent with Section 3.4 above.

10. Indemnification Article

- 10.1. Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a Board member, officer, or member of a committee of the Corporation or that such person serves or has served at the request of the Corporation as a Board member, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non-Board member volunteer, or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentences.